

IAEM-USA BYLAWS

ARTICLE I - NAME

Section 1. Incorporation

The United States Council of the International Association of Emergency Managers (IAEM-USA) is a non-profit organization incorporated by and under the laws of the commonwealth of Virginia.

Section 2. Members

IAEM-USA shall consist of United States citizens or individuals legally residing in the US or its territories and protectorates¹ professionally engaged or interested in the promotion of emergency management and allied fields.

Section 3. Geographical Division

IAEM-USA shall be divided into geographic Regions as determined by the U.S. Council Board of Directors and shall be identified in the Administrative Policies and Procedures.

ARTICLE II - VISION AND MISSION

Section 1. Vision

IAEM-USA shall be recognized as the premier organization of emergency management professionals within the United States and shall be a leading partner with other councils of IAEM globally.

Section 2. Mission

The mission of IAEM-USA is to advance the profession by promoting the principles of emergency management; and to serve its members by providing information, networking, and development opportunities.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

Any person who meets the criteria of a membership class defined in Section 2 below who is supportive of the Association's corporate and tax-exempt purposes and who qualifies for and continuously remains a member in good standing is eligible for membership in IAEM-

USA. Continued membership shall be conditioned upon the individual remaining a member in good standing of the Association Council for which he or she qualifies for membership based on geographic location, residence or business address.

Section 2. Classification of Membership

A. Individual Member

Individual membership in the Association is available to any person professionally engaged or interested in the promotion of emergency management and its allied fields.

B. Affiliate Member

Affiliate membership is available to any organization/party that provides products, services or other resources that support IAEM-USA and its members.

C. Honorary Member

Honorary membership may be awarded annually by a majority vote of the USA Board of Directors to two persons for outstanding contributions towards the advancement of emergency management.

D. Life Member

Life membership shall be accorded to IAEM-USA Past Presidents when they are no longer associated with an emergency management function in a capacity which would make them eligible for Individual membership. Individual members who have been members in good standing for 15 years as defined in the Administrative Policies and Procedures and who are likewise retired are also eligible for Life membership.

E. Student Member

Student membership is available up to six years to anyone enrolled in a post-secondary institution, studying emergency management or a related field. Students must be enrolled full-time, or enrolled part-time and not working full-time. Extensions to the six-year limitation and exceptions to the work limitation may be requested.

¹ "United States" or "USA" is intended to refer to U.S. states as well as territories and protectorates throughout this document.

Section 3. Termination of Membership

Any person who fails to comply with the membership eligibility requirements set forth in Article III, Section 1 above, including any additional criteria that may be established by the IAEM-USA Board of Directors from time to time, shall cease to be a member of the Association. Any member who fails to pay dues, fines, fees or assessments, or other financial obligations within 30 days of receipt of the invoice shall be deemed delinquent and to have forfeited IAEM-USA membership. The IAEM-USA Board of Directors may suspend or terminate the Association membership of any member for cause, including, but not limited to: 1) conduct detrimental to and not in the best interests of the Association and its membership, 2) conduct in violation of the Association's corporate and/or tax-exempt purposes, or 3) conduct in violation of the Association's Bylaws and/or Code of Professional Conduct, after providing the member with reasonable written notice of the "for cause" charges, and the opportunity to respond to the charges in writing and/or at a meeting of the IAEM-USA Board of Directors, if so requested by the membership in writing. A vote of the IAEM-USA Board of Directors to terminate IAEM-USA membership for cause shall be by a two-thirds vote of the then constituted Board of Directors. Specific procedures for consideration of suspensions and terminations of membership shall be established by the IAEM Board of Directors.

Section 4. Dues

- A. The term of membership is 12 months and is based on the date on which new members join IAEM.
- B. Dues shall be established in a manner as identified in the Administrative Policies and Procedures and at a level sufficient to cover IAEM-USA's administrative costs.
- C. Members whose dues are delinquent for a period of 30 days, who have not made arrangements to extend the payment deadline, shall forfeit membership.
- D. Past Presidents must pay their dues while still employed in emergency management. Thereafter, Past Presidents are accorded Life Membership.

Section 5. Fiscal Year

The Fiscal Year is June 1 to May 31.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers of IAEM-USA shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. Duties of Officers

- A. The President shall represent IAEM-USA in a leadership capacity that best advances the interest of IAEM and its membership. Among the President's duties are providing support and direction to committees; representing IAEM-USA at various functions and with other organizations; presiding at meetings of IAEM-USA and the Board of Directors; authorizing expenditures within budget appropriations approved by the Board of Directors; and performing such other duties as required and provided for in the Administrative Policies and Procedures.
- B. The First Vice President shall perform the duties of the President in the absence or disability of that officer and perform other duties as required by the Administrative Policies and Procedures. The First Vice President serves as a liaison to the regional presidents.
- C. The Second Vice President shall perform the duties of the President in the absence or disability of the President and First Vice President and perform other duties as required by the Administrative Policies and Procedures. The Second Vice President serves as a liaison to the committees, caucuses, ad hoc committees, and commissions.
- D. The Immediate Past President shall assist the President in representing IAEM-USA as needed, and perform other duties as required by the Administrative Policies and Procedures.
- E. The Secretary shall ensure the maintenance of accurate records of the proceedings of all meetings of the membership, the Board of Directors, the Executive Committee; and perform such other duties as required by the Administrative Policies and Procedures.
- F. The Treasurer shall ensure the maintenance of accurate up-to-date records of all monies and securities belonging to IAEM-USA in accordance with the Administrative Policies and Procedures.

Section 3. Directors

The directors of IAEM-USA shall be:

- A. the officers;
- B. A representative from each of the properly constituted Regions of IAEM-USA;
- C. A representative of those in the "Student" category of membership; and
- D. the executive director (as a non-voting director).

Section 4. Duties of Directors

Regional Presidents shall act as liaisons between IAEM-USA and constituents. Each shall serve as the representative of IAEM-USA in the Region in all matters pertaining to IAEM-USA. Subject to the approval of the President, each shall act on behalf of the President in matters pertaining to the Region in accordance with the Administrative Policies and Procedures. Regional Presidents also ensure their region elects a vice president and has other officers as needed (elected or appointed).

Section 5. Qualifications of Officers & Directors

- A. To be elected or appointed an officer, a member shall meet the following requirements:
 - 1. Have been an Individual member for a minimum of two consecutive years prior to seeking office.
 - 2. Served as a regional officer, committee chair, or been an active committee member for two consecutive years.
 - 3. In order to be placed on the ballot for election to office, the person must meet the qualifications as established in the Administrative Policies and Procedures.
- B. To be elected or appointed a director (Regional President), a member shall meet the following requirements:
 - 1. Have been an Individual member for a minimum of two consecutive years prior to seeking office except the Student Region representative.
 - 2. In order to be placed on the ballot for election to office, the person must meet the qualifications as established in the

Administrative Policies and Procedures.

- C. A person cannot hold and cannot run for more than one office at a time.

Section 6. Method of Selection

The officers shall be selected as follows:

- A. The First Vice President shall succeed to the office of President when the President's term ends or if the President terminates that office for any reason.
- B. The Second Vice President shall succeed to the office of First Vice President when that officer's term ends or if the First Vice President terminates that office for any reason.
- C. Second Vice President, Secretary and Treasurer shall be elected at the Annual General Meeting of the membership, in accordance with the Administrative Policies and Procedures.
- D. Regional Presidents shall be elected by their constituents for two-year staggered terms (student elections are annual). Regions will biennially hold elections as detailed in the Administrative Policies and Procedures.
- E. The person holding the office of President at the time of the election of officers shall be designated the Immediate Past President for the ensuing year.

Section 7. Term of Office

- A. The term of office for the First Vice President and Second Vice President shall be one year. The term of office for Secretary and Treasurer shall be for two years, with expiration of these offices occurring every other year. The term shall commence immediately following the installation of officers that shall be conducted at the Annual Conference President's Banquet.
- B. The Secretary, Treasurer and Regional Presidents are limited to no more than three consecutive terms of office. Regional bylaws can be more restrictive.

Section 8. Vacancy in Elected Offices

- A. If a vacancy occurs in the office of President, the First Vice President shall automatically assume the office of President.

- B. If a vacancy occurs in the office of the First Vice President, the Second Vice President shall automatically assume the office of First Vice President.
- C. If a vacancy occurs in the office of the Second Vice President, the position will remain vacant until the next election of officers.
- D. If a vacancy occurs simultaneously in the office of the President, First Vice President and Second Vice President, a majority of the Board of Directors shall elect a President Pro-Tempore from within the Board of Directors.
- E. If a vacancy occurs in either the office of Secretary and/or Treasurer, the President shall, with the Board of Directors' confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.
- E. If a vacancy occurs in the office of the Regional President, it shall be filled in accordance with the bylaws of that Region.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors shall consist of IAEM-USA Officers and Directors as defined in Article IV.

Section 2. Board Meetings

- A. Immediately following the Annual General Meeting of the membership, the Board of Directors shall meet to determine policy for the ensuing year. The Board of Directors shall meet to conduct business at such other times as the President may direct, provided that the members of the Board shall be notified at least ten (10) days in advance of such meetings.
- B. The President may call a Special Board meeting when deemed necessary or at the written request of a majority of the Board of Directors. At such special board meetings, only the business that necessitated the meeting shall be acted upon.
- C. Assuming it may be necessary to conduct a meeting of the Board via the electronic media, procedures for conducting such a meeting shall be as established in the Administrative Policies and Procedures.

Section 3. Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Section 4. Executive Committee

- A. The Executive Committee of the Board of Directors shall consist of the following officers: Immediate Past-President, President, First Vice President, Second Vice President, Secretary, Treasurer, and a Member-at-Large, (who shall be a Regional President, elected by a majority of the Regional Presidents). This election shall take place pursuant to procedures established in the Administrative Policies and Procedures.
- B. The Executive Committee shall conduct the administrative business of IAEM-USA subject to the limitations imposed upon them in the Administrative Policies and Procedures.
- C. The Executive Committee shall meet at the call of the President.
- D. A majority of the Executive Committee shall constitute a quorum.
- E. The Executive Committee shall provide minutes of its meetings and quarterly reports of its activities to the Board of Directors.
- F. The Executive Committee shall not have the power to:
 1. Change directives issued by the Board of Directors.
 2. Take any action in conflict with the Bylaws and the Administrative Policies and Procedures.

Section 5. Designation of Appointed Agents

- A. The President and Board of Directors shall provide in the Administrative Policies and Procedures for the selection and appointment of any appointed agents, paid or unpaid.
- B. The duties and responsibilities of any appointed agents shall be delineated in the Administrative Policies and Procedures.

Section 6. Administrative Policies and Procedures

- A. At the Board meeting immediately following the Annual General Meeting of the membership, the Board of Directors shall ratify and/or amend the Administrative Policies and Procedures which shall set forth the duties and responsibilities of all those who act on behalf of IAEM-USA.
- B. Amendments to the Administrative Policies and Procedures may be submitted to the Board of Directors by any member of IAEM-USA. Such amendments shall be considered and acted upon by a roll call vote of the Board of Directors.
- C. All amendments to the Administrative Policies and Procedures shall be posted on the IAEM-USA web site within 30 days of adoption by the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. Meetings of the Membership Body

- A. The Annual General Membership Meeting shall occur at a time and place designated in accordance with the Administrative Policies and Procedures.
- B. With the majority approval of the Board, a Special General Meeting of the membership may be called by the President to address urgent matters that require the consideration of the full membership of IAEM-USA.
- C. Any new business introduced at the annual business meeting should be in writing and presented to the Board of Directors prior to the Annual Conference.
- D. Other meetings of IAEM-USA membership and its subunits to advance the mission of IAEM-USA are encouraged.

Section 2. Quorum

- A. A majority of the voting members who are registered and present at an Annual General Membership Meeting shall constitute a quorum.
- B. Business requires a majority of the vote unless otherwise specified in the Bylaws or Administrative Policies and Procedures.

Section 3. Voting

- A. Individual, Affiliate, and Life members shall have the right to vote (consistent with Article VIII) on any issue put before the body assembly of the organization provided they have voted in the manner prescribed by the Administrative Policies and Procedures prior to the Annual meeting.
- B. Voting by proxy is not permitted.

ARTICLE VII – STANDING COMMITTEES, AD HOC COMMITTEES, CAUCUSES, AND COMMISSIONS

Within thirty (30) days after taking the Oath of Office, the President shall, with the consent of the Board of Directors, appoint chairs and vice chairs to the standing committees, ad hoc committees, caucuses, and commissions, submitting appropriate amendments to the lists in the Administrative Policies and Procedures. The President shall then appoint and give a mandate to each.

Section 1. Standing Committees

Standing Committees are bodies with an ongoing, operational function.

Section 2. Ad Hoc Committees (Special Committees)

Ad hoc committees are formed to complete a specific assignment of limited duration and shall cease to function when their specific task has been completed.

Section 3. Caucuses

Caucuses are groups with a special focus or function within the practice of emergency management.

Section 4. Commissions

Commissions are semi-autonomous groups with an ongoing, operational function.

Section 5. IAEM-USA Representatives to IAEM

The IAEM-USA Council representatives to the IAEM Board will be appointed by the IAEM-USA President with the approval of the IAEM-USA Board, in compliance with Global Bylaws qualifications.

ARTICLE VIII - RIGHTS OF MEMBERS

Section 1. Members in Good Standing:

Members are considered to be "in good standing" if all applicable dues, fees and other amounts owed are paid in full. Members in good standing are expected to abide by the Bylaws and the Code of Ethics as established in the Administrative Policies and Procedures.

- A. Individual, Affiliate and Life members in good standing have the right to: Vote, according to the process established in the Administrative Policies and Procedures on:
 1. Amendments to the Bylaws.
 2. Election of officers.
 3. Matters of business arising at the Annual General Membership Meeting.
- B. Hold office according to guidelines established in the Administrative Policies and Procedures.

Section 2. Procedures for Administrative Policies and Procedures

- A. Proposed changes to Administrative Policies and Procedures affecting changes in dues and/or voting procedures shall be posted 90 days prior to the date of implementation.
- B. No less than 30 days prior to the implementation date of such changes, a minimum of fifty members may petition the President requesting that the proposed change be placed on the ballot for action at the annual meeting.
- C. Actions of the Board in amending the Administrative Policies and Procedures may be overruled only by a two-thirds majority of the eligible members who vote.

ARTICLE IX – REGIONS AND CHAPTERS

Sectin 1. Regions

- A. Regions are legal sub-units of IAEM-USA. Each region shall adopt bylaws that substantially comply with the bylaws of IAEM-USA.
- B. Formation and identification of regions is defined in the Administrative Polices and Procedures.

Section 2. Chapters

Regions may establish Chapters within their geographic area to localize activities of their membership. Chapters shall not be established for geopolitical areas smaller than a State or territory. Student chapters are established according to the Administrative Policies and Procedures.

Section 3. Meetings

Regions and chapters are encouraged to hold meetings, in accordance with regional bylaws.

ARTICLE X - AMENDMENT OF BYLAWS

- A. These Bylaws may be amended by a two-thirds (2/3s) majority of the votes cast, pursuant to the procedures established by the Administrative Policies and Procedures.
- B. The proposed changes to the Bylaws must be circulated to the membership 30 days prior to the vote.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order, Newly Revised, shall govern the proceedings of IAEM-USA in all cases not provided for in these Bylaws or in the Administrative Policies and Procedures.

ARTICLE XII - DISCLAIMER OF ENDORSEMENT

No individual member or group of members representing IAEM-USA shall have authority to endorse or recommend any product, service, or organization in the name of IAEM-USA, or by elected or appointed title unless so authorized by the IAEM-USA Board of Directors.

This document shall take effect immediately upon its passage by the membership, and supersede all constitutions and bylaws previously adopted.

Adopted: November 19, 2014